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March 20, 2012

Chief Magistrate Judge Karen K. Klein
U.S. District Court of North Dakota
655 1st Ave. North - Suite 440
Fargo ND 58102

Re: Arrow Midstream Holdings, LLC v. Three Way, Inc.; UINTAH Engineering, Inc.;
Parnell Consultants, Inc.; and RBI, LLP;
Case No.: 3:12-cv-03
Our File No.: 11-692.001

Dear Judge Klein:

Forwarded herewith is a stipulation to dismiss the above-referenced action for lack of subject matter jurisdiction.

In their Answers to the Complaint, the Defendants, Parnell Consultants, Inc., (¶ 8), and Three Way, Inc., (¶ 7), correctly noted that the Plaintiff, Arrow Midstream Holdings, LLC, is a limited liability company whose citizenship is determined by the citizenship of each of its member owners. In tracing one of the chains of ownership, we identified a limited liability company that is publicly traded on the New York Stock Exchange. That limited liability company has now confirmed to us that it has identified holders of equity interests residing in the States of North Dakota, Wyoming, Arkansas, Montana and Utah. This means that the citizenship of the parties to this lawsuit is not completely diverse.

Under Rule 12(h)(3), Fed. R. Civ. P., "If the court determines at any time that it lacks subject matter jurisdiction, the court must dismiss the action." Accordingly, in light of what has now been learned, the parties have agreed to stipulate to a dismissal of this action for lack of subject matter jurisdiction.

Chief Magistrate Judge Karen K. Klein
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Sincerely,

A handwritten signature in black ink, reading "Stephen W. Plambeck". The signature is written in a cursive style with a large, looped initial "S".

Stephen W. Plambeck
/rdh
Enclosure